

EXHIBIT D

NG LAP SENG TERMS AND CONDITIONS FOR ATTORNEYS' RETAINER AGREEMENTS

The foregoing six (6) Conditions are to be incorporated and as superseding additional terms and conditions to the separate Retainer Agreements entered by and between Ng Lap Seng (the "Client") and The Law Firm of Hugh H. Mo, P.C. and Brafman & Associates, P.C. (the "Attorneys") for services in connection with the defense of the matter of United States v. Ng Lap Seng, Indictment No. 15-cr-706 (VSB), U.S. District Court, SDNY, and the Attorneys acknowledge and warrant that these Conditions will be adhered to and the failure of which could result in the termination of the Attorneys' respective Retainer Agreement at the discretion of the Client, with prior written notice, and the Attorneys agreed that any unpaid retainer payments shall be forfeited.

1. Attorneys are obligated to be thoroughly familiar with the Client's personal background, individual approaches and styles of interacting with people in general, including employees and business associates, business and management styles, personal experiences, and interactions with others (successes and failures), supervising and reliance on assistants and associates, expectations and goals and approaches, methods, resolutions of problems and tasks, delegation of duties and responsibilities and management oversights and responsibilities.
2. Attorneys are obligated to be thoroughly familiar with the entire history of South-South News, Inc. ("SS News"), from inception to the present. The reasons for the establishment of SS News and how it relates to the objectives of Sun Kian Ip Group Co., Ltd., (the "SKI Group"), Macau SAR, United Nations Office of South-South Corporation ("UNOSSC) and the South-South Member States ("SS Member States") and SS News contributions to the UN and its related entities, SS Member States and the world.

3. Attorneys are obligated to be thoroughly familiar with the background of the United Nations SS Member States Permanent Expo and Conference Center (the “Project”), its overall purposes and objectives, the reasons for SKI Group’s interest and motive in undertaking the pro bono Project, at no costs to the UN, how the Project relates to the SKI Group, Macau SAR, the United Nations, SS Member States and the world; the terms and conditions and mutual interests between and among the parties in interest in the development of the Project.
4. The Attorneys are obligated to be thoroughly familiar with the history and development of UNOSSC, G-77 plus China, 133 SS Member States, including their organizational structures and hierarchies, legal rules and responsibilities, terms of cooperation, mutual interests and conditions, and the legal requirements for documentations of the Project.
5. Attorneys are obligated to be thoroughly familiar with the relationship between and among the four-named defendants, including the Client, their personal backgrounds, potential conflicts of interest and respective defenses, the potential cooperation of co-defendants and shifting defenses, the Client’s defense, strategy and approaches to counteract prosecution’s theories and evidence, and the formulation of a well thought-out Client’s defenses (step-by-step approaches) for evolving scenarios.
6. Attorneys are obligated to thoroughly master the government’s case against Client and with all viable defenses. Both Attorneys are required to cooperate and divide the tasks at hand, with clear lines of responsibilities and jointly undertake the Pre-trial and the Trial phases of the case, fully

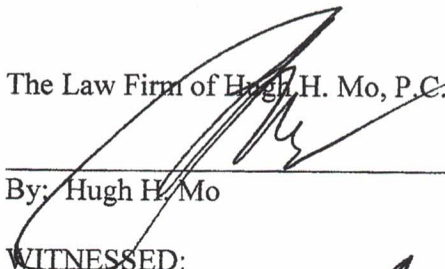
complimenting each other respective experiences and skills for the benefit of the Client. Attorneys' thorough preparation of all of the above-mentioned areas related to the case is an additional terms and conditions and shall supersede any terms to the contrary to each Attorneys' respective engagement, with the objective that the best defense is provided to the Client. The unity and cooperation of the Attorneys are a prerequisite to insure an effective defense. These terms and conditions must be met by both Attorneys, and the Client reserves the right at his discretion and judgment, as to which one of the Attorneys to handle a particular phase or task throughout the defense of the case, including the role to be played by each attorney at the Pre-trial and Trial phases of the legal proceedings.

By signing below, Hugh H. Mo, Esq. and Benjamin Brafman, Esq. hereby acknowledge and warrant that each would follow the aforementioned terms and conditions in connection with their engagement as joint defense counsel for the Client.

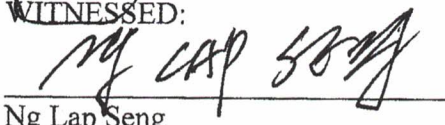
New York, New York

November 16, 2015

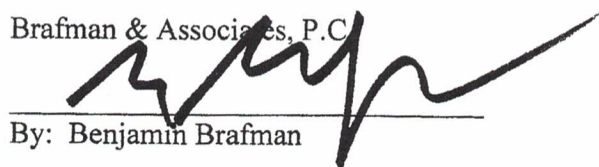
The Law Firm of Hugh H. Mo, P.C.

By:  Hugh H. Mo

WITNESSED:


Ng Lap Seng

Brafman & Associates, P.C.

By:  Benjamin Brafman

打官司的法律合约责任。

(一) 律师必须要对我本人的人生之路、做事的方式、为人处事的方式、对公司的管理模式、人生悠悠几十年的成败成功的经历、管人、用人的制度、解决事情和对外沟通的方式方法。这是其一。

(二) 律师必须要清晰了解南南新闻建立时是在整个过程中，为什么要建立南南新闻！南南新闻对我、对联合国、对发展中国家、对联合国南南合作、对联合国有什么^{目的}作用？南南本身建立时是在联合国及南南各国各分支机构及世界各组织起什么作用，必须要清楚了解整个过程。

(三) 联合国南南各国永久性国际会议博览中心，整个项目的目的与作用，我为什么要建立这个项目，这个项目对我、对联合国、对联合国及南南各国及世界有什么目的与作用，我是用什么方式方法去配合联合国南南各国的要求、配合所要的条件去建立此项目。

(四) 如何了解联合国及南南合作局、南南各国及万国集团内部架构、权力机构、法律责任、法律依据、合作

双方的书跟，双方在法律上的保证，双方的要求，都要一清二楚写在纸上。

(五) 律师要清晰了解被告双方的关系和被告人的情况，被告人可能出现的状况，如何应对，如何处理，头领有备而战，有方有法，有步有骤去落实去应对。

(六) 律师应该清楚被告案情后，了解案情后，分工合作，责任清晰，各守一方互相配合，互相应对检控双方做好方方面面的准备，才能打赢这场仗，这是我好要求，也是我的希望，团结一致，胜利肯定在我的一方。

谢谢二位^大律师真诚合作